**WILLIAM GLASSER INSTITUTE-US, SOUTHEAST REGION**

BYLAWS

The revised bylaws for the William Glasser Institute-US, Southeast Region were duly adopted and took effect on the 28th day of July 2017. These revised bylaws replace and supersede any and all bylaws previously in effect for the William Glasser Institute-US, Southeast Region.

ARTICLE I: NAME

1. A past name of this organization has been William Glasser Institute Southeastern Region Incorporated. From this time forward this organization shall be known as William Glasser Institute-US, Southeast Region, referred to herein as “WGI-SE”.
2. The States of Alabama, Florida, Georgia, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, and the District of Columbia and Puerto Rico shall comprise the geographical area hereby designated as the Southeast Region, the primary locus of the activities of this organization.
3. This organization may at its pleasure, by a vote taken at its annual meeting, change its name.

ARTICLE II: OFFICES

SECTION A. PRINCIPAL OFFICE

The principal office for the transaction of the business of WGI-SE (“principal executive office”) shall be fixed and located at such place as the Board of Directors (the “Board”) shall determine. The Board may change the principal office from one location to another.

SECTION B. OTHER OFFICES

The Board of Directors, at any time, may establish branch or subordinate offices at any place or places where WGI-SE is qualified to do business.

ARTICLE III: OBJECTIVES AND PURPOSES

The objectives and purposes of WGI-SE are to develop and maintain a cooperative and mutually beneficial environment for the support of the personal and professional growth of those within the Southeast Region. More specifically, WGI-SE is organized to spread the ideas, understanding and use of Choice Theory, Reality Therapy, Quality Schools and Lead Management as developed by William Glasser, M.D. This may include materials developed in support and/or clarification of these ideas. Finally, WGI-SE is organized for the purpose of sponsoring lectures, seminars and other educational activities primarily as a public service as one of the vehicles to realize this purpose.

Any profit resulting from a surplus of income over expenses of a particular event that may result is incidental and secondary.

ARTICLE IV: DEDICATION OF ASSETS

The William Glasser Institute-US, Southeast Region is organized exclusively for charitable, religious, educational/ and scientific purposes, including/ for such purposes the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings, properties or assets of WGI-SE, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of WGI-SE.

ARTICLE V: MEMBERSHIP

SECTION A. MEMBERS

The William Glasser Institute-US, Southeast Region shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board.

SECTION B. ASSOCIATES

Nothing in this Article V shall be construed as limiting the right of WGI-SE to refer to persons associated with it as “members” even though such persons are not members. The William Glasser Institute-US, Southeast Region may confer by amendment of its Articles of Incorporation (the “Articles”) or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of WGI-SE or on a merger or dissolution or on changes to WGI-SE’s Articles or Bylaws. Associates are those persons who have completed a Basic Week Intensive Training or more through the William Glasser Institute, or through William Glasser International, and are living in the Southeast Region.

ARTICLE VI: EXECUTIVE COMMITTEE

SECTION A. COMPOSITION

The Executive Committee shall consist of at least five (5) members, including the Board Officers, which shall be the following: Chair, Secretary, Treasurer, Vice-President/Vice-Chair, and Member-at-large. The Board Officers shall be Associates of WGI-SE elected at the WGI-SE annual meeting. Board Officers shall serve three (3) to five (5) year terms.

SECTION B. WGI-SE REPRESENTATIVE TO THE WGI-US LEGAL BOARD

The elected Chair of the WGI-SE Board shall serve as Southeast Region Representative to the WGI-US Legal Board of Directors, at the pleasure of the WGI-US Legal Board.

SECTION C. DISTRICT REPRESENTITIVES TO WGI-SE BOARD OF DIRECTORS

The Executive Committee shall appoint a District Representative for each geographical district of the Southeast Region to serve on the WGI-SE Board. District Representatives must be Associates of WGI-SE and shall serve for a three (3) year term.

The ten geographical districts into which the Southeast Region is divided for purposes of representation on the Board shall be the following: Alabama, Florida, Georgia, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, the District of Columbia and Puerto Rico. If no known Associates of WGI-SE reside in an identified district, then a District Representative will not be appointed.

Appointed District Representatives can decline appointment. If this occurs, the Executive Committee shall appoint a replacement representative for that district.

SECTION D. RESPONSIBILITIES

The Executive Committee shall be responsible for implementing the objectives and purposes of WGI-SE in accordance with the duly adopted Bylaws of WGI-SE. District Representatives shall serve on the WGI-SE Board of Directors and act in consultation with the Executive Board.

SECTION E. MEETINGS

The Executive Committee shall meet as the Board no less than two times per calendar year, one of which is the annual meeting held face to face. District Representatives shall be notified of and allowed to attend all Board meetings.

SECTION F. QUORUM AND PROCEDURE

A simple majority of the total Executive Committee shall constitute a quorum.

The operation of the Executive Committee and Board shall be congruent with the procedures set forth in Robert's Rules of Order (latest edition) where they are applicable and are not inconsistent with WGI-SE Bylaws.

ARTICLE VII: OFFICERS

SECTION A: DEFINITION

The Officers shall be the Chair, Secretary, Treasurer, Vice-President/Vice-Chair, and Member-at-large.

SECTION B: DUTIES OF CHAIR

As the Chief Executive Officer of WGI-SE, the Chair shall preside at all meetings of the Executive Committee and those of associates; function as the official representative of WGI-SE in general, and has the option to liaison with the WGI-US Legal Board and organizations such as WGI-US and William Glasser International and other related professional organizations. The Chair shall co-authorize all payments or co-sign all checks with the Treasurer.

SECTION C. DUTIES OF VICE-PRESIDENT/VICE-CHAIR

The Vice-President/Vice-Chair shall perform the duties of the Chair in the event of the Chair’s absence, and share other executive responsibilities.

SECTION D. DUTIES OF SECRETARY

The Secretary shall prepare, maintain, and distribute the minutes of the Executive Committee and of other meetings, maintain other documents, and notify all the Board of all its meetings.

SECTION E. DUTIES OF TREASURER

The Treasurer shall have the responsibility for and custody of all funds of WGI-SE, keep account of WGI-SE funds, present to the Executive Committee and associates periodic reports of finances, and co-authorize all payments or co-sign all checks with the Chair. Funds shall be maintained in an account as authorized by the Executive Committee. Periodic reports shall be made at least annually.

SECTION F. DUTIES OF MEMBER-AT-LARGE

The Member-at-large shall represent the Associates not on the Board to the Executive Committee, and bring issues or concerns raised by Associates to the attention of the Executive Committee.

ARTICLE VIII: ELECTIONS

SECTION A. DEFINITION

The positions requiring elections by the membership shall include the Board Officers.

SECTION B. TERMS OF OFFICE

The term of office for all elected positions shall be three years and the election of Officers shall be staggered. The Chair and Vice-President/Vice-Chair and Member-at-Large shall be elected one year, and the Secretary and Treasurer shall be elected in alternate years. In the initial election, the Chair and Vice-President/Vice-Chair and Member-at-Large shall be elected for a five (5) year term, and the Secretary and Treasurer shall be elected for a three (3) year term.

No person shall occupy the same elected position for more than two consecutive terms.

SECTION C. ELIGIBILITY

William Glasser Institute-US, Southeast Region Associate status is required to vote, to be nominated, and to be appointed to be District Representative or to chair any committee.

SECTION D. PROCEDURES

For all elected positions, the Board of Directors shall prepare a slate of nominees with provision for write-in candidates. In preparing the slate, the Board shall invite nominations from Associates. Furthermore, the Board shall take into account the geographic distribution, as well as the ethnic and gender characteristics of Associates.

The Chair of the Board shall email the ballots to the existing email roster for WGI-SE at least twenty days prior to the Annual Meeting.

Completed ballots shall be returned electronically before the completion of the Annual Meeting registration. The results of the elections shall be announced at the Annual Meeting by the Chair of the Board.

Elections shall be conducted by secret ballot and shall require a simple majority of all ballots cast.

The Executive Committee shall fill by appointment any position vacated before the end of the term of office.

ARTICLE IX: ANNUAL MEETINGS AND OTHER ACTIVITIES

SECTION A. ANNUAL MEETING

The Annual Meeting of Associates shall be held once each year on a date, time, and place designated by the Executive Committee. Regular and special meetings shall be arranged by the Executive Committee as necessary.

SECTION B. MEETINGS FOR PROFESSIONAL DEVELOPMENT AND PROGRAM ACTIVITIES

William Glasser Institute-US, Southeast Region shall schedule meetings for various programs, workshops, and activities as approved by the Executive Committee or the Board.

SECTION C. NOTIFICATION OF MEETINGS

On behalf of the Executive Committee, the Secretary shall notify Board members about all meetings and other activities. Notice of meetings shall be given at least thirty days prior to such meeting.

SECTION D. PROCEDURE

At any meeting actions other than amending the Bylaws shall require the affirmative vote of the majority of those present.

The operation of the meetings shall be consonant with the procedures set forth in Roberts Rules of Order (latest edition) where they are not inconsistent with these Bylaws.

Amendment to these By-laws shall be proposed in writing to the Chair with the signatures of at least ten Board members. The Chair shall send the proposed amendment to the existing email roster for WGI-SE at least thirty days prior to the next Annual Meeting and shall place it on the agenda for action.

Approval of proposed amendments shall require a vote of two-thirds (2/3rds) of the Associates, including Board members, voting at the Annual Meeting at which the amendment is being considered.

DISSOLUTION & DISTRIBUTION OF ASSETS

* In the event of the corporation’s dissolution, William Glasser Institute Southeast assets will be distributed to WGI-US, after any William Glasser Institute Southeast debts are paid.

This resolution was approved unanimously by the William Glasser Institute Southeast board on May 2, 2018; the William Glasser Institute Southeast board chair notified the WGI-US executive director of this resolution on May 2, 2018.